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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

300001724223

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*****70.00 *****70.00

Capital Retirement Group, Inc.

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☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. CAPITAL RETIREMENT GROUP, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Texas
(State or country under the law of which it is incorporated)

3. 75-2602168
(FEI number, if applicable)

4. June 5, 1995 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification.
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))

7. 14160 Dallas Parkway, Suite 300
Dallas, Texas 75240
(Current mailing address)

8. Manage residential retirement communities.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM


(Registered agent's signature) (Officer)

Daniel R. Glatz, Asst. Vice-President
(Type Name and Title of Officer)

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11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

COO &
Director: James A. Stroud

Address: 14160 Dallas Parkway, Suite 300
Dallas, Texas 75240

CEO &
Director: Jeffrey L. Beck

Address: 14160 Dallas Parkway, Suite 300
Dallas, Texas 75240

B. OFFICERS

President: Keith Johanneson

Address: 14160 Dallas Parkway, Suite 300
Dallas, Texas 75240

Vice President: David R. Brickman

Address: 14160 Dallas Parkway, Suite 300
Dallas, Texas 75240

Secretary: David R. Brickman

Address: 14160 Dallas Parkway, Suite 300
Dallas, Texas 75240

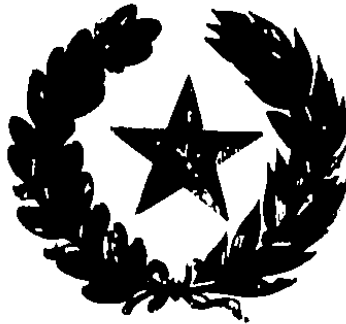
Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. David R. Brickman, VP.
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. David R. Brickman, Vice-President
(Typed or printed name and capacity of person signing application)



The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED, that
Articles of Incorporation
of

CAPTAL RETIREMENT GROUP, INC.

were filed in this office and a certificate of incorporation was issued on

JUNE 5, 1995;

IT IS FURTHER CERTIFIED, that no certificate of dissolution has been issued, and
that the corporation is still in existence.

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IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 9, 1996.



Antonio O. Garza, Jr.
Secretary of State

PH